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Attorneys for Defendants  
DC-3 ENTERTAINMENT, LLLP  
JON PHELPS, ESTHER PHELPS, DC3E LLLP,  
HEARTWORKS STUDIOS, LLC AND DC3  
ENTERTAINMENT LLC

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

DEBORAH WOODS, a California Resident;  
STEVEN STERBACK, a California Resident,

Plaintiff,

v.

DC-3 ENTERTAINMENT, LLLP, a Florida  
limited liability limited partnership; JON  
PHELPS, a Washington Resident; ESTHER  
PHELPS, a Washington Resident; DC3E,  
LLP, a Florida limited liability limited  
partnership; HEARTWORKS STUDIOS,  
LLC, a Florida limited liability company;  
DC3 ENTERTAINMENT LLC, a  
Washington limited liability company,

Defendants.

Case No. C-05-02287 MJJ (EDL)

**NOTICE OF SUBSTITUTION OF  
COUNSEL FOR DC-3  
ENTERTAINMENT, LLLP  
JON PHELPS, ESTHER PHELPS, DC3E  
LLP, HEARTWORKS STUDIOS, LLC  
AND DC3 ENTERTAINMENT LLC**

AND ORDER

**NOTICE OF SUBSTITUTION OF COUNSEL**

TO ALL PARTIES AND TO THEIR ATTORNEYS OF RECORD:

PLEASE TAKE NOTICE THAT DC-3 Entertainment, LLLP, Jon Phelps, Esther Phelps, DC3E LLLP, Heartworks Studios, LLC, and DC3 Entertainment LLC (collectively "Defendants") have substituted Lynne C. Hermle and Jessica R. Perry of Orrick, Herrington & Sutcliffe LLP as its counsel in the above-entitled case in the place and stead of O. Yale Lewis, Jr., Stacia N. Lay, Whitney I. Furman, and any other appearing attorney of Hendricks & Lewis; and David J. Reis and Dipanwita Deb Amar, and any other appearing attorney of Howard Rice Nemerovski Canady Falk & Rabkin.

The business address and telephone information for Defendants' new counsel in this action is as follows:

Lynne C. Hermle  
Jessica R. Perry  
Orrick, Herrington & Sutcliffe LLP  
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All future communications directed to Defendants should be sent to Defendants' new counsel at the address above.

Dated: September 19, 2006

LYNNE C. HERMLE  
JESSICA R. PERRY  
ORRICK, HERRINGTON & SUTCLIFFE LLP



/s/

Jessica R. Perry  
Attorneys for Defendants  
DC-3 Entertainment, LLLP, Jon Phelps, Esther Phelps, DC3E LLLP, Heartworks Studios, LLC, and DC3 Entertainment LLC